

Number of Company 10878338
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF THE SOLE MEMBER OF
CIKLUM OPERATIONS UK LIMITED
(Company)

CIRCULATION DATE: 14 March 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes the following written resolutions of the Company, to be passed as ordinary resolutions (the **Resolutions**).

ORDINARY RESOLUTIONS

1. THAT the sole director, notwithstanding any conflict of interest, is authorised and approved, as being in the best interests of the Company, to vote and count in the quorum of the meeting of the sole director of the Company (the written record of which is attached to these written resolutions as Schedule 1 (the **Written Record**)).
2. THAT the terms of and entry into and execution, delivery and performance by the Company of its obligations under:
 - (a) a note purchase agreement between the Original Noteholders, the Obligors and the Security Agent (all as defined therein) (the **NPA**);
 - (b) a debenture between, among others, the Company and the Security Agent (the **Debenture**, and together with the NPA, the **Facility Documents**);
 - (c) an accordion side letter to be entered into among (i) the Company, (ii) Dragon Capital Investments Limited, (iii) Dragon Capital New Ukraine Fund L.P., Recognize Partners I, L.P., Recognize Partners I-A L.P. and Ukrainian Redevelopment Fund L.P. (as original noteholders), and (v) and Recognize Partners I, L.P. (as security agent) (the **Side Letter**), and
 - (c) a certificate to be issued to the Security Agent in relation to these Resolutions duly signed by a director of the Company (the **Director's Certificate** and, together with the Facility Documents, the **Documents**),is for the commercial benefit of the Company, and is likely to promote the success of the Company for the benefit of the sole member, and as such, be and is hereby approved.
3. THAT the sole director of the Company be and is authorised to create and issue Notes (as defined in the NPA) in an aggregate principal amount of \$20,000,000 or, in the event that the Accordion (as defined in the Side Letter) is established, in an aggregate principal amount of \$23,858,365.

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4. THAT the sole director of the Company shall be authorised to do all such acts and things and agree and execute the Documents on behalf of the Company in a form substantially the same as produced to the meeting, subject to such amendments, modifications or changes to any Document as that director, acting in his absolute discretion, thinks fit.
5. THAT any act done or document executed pursuant to the Resolutions should be valid, binding and effective on the Company.
6. THAT the sole director of the Company is hereby authorised to take any action or enter into any other documents in connection with the Documents as he shall consider appropriate, and to execute (including, but not limited to, electronically), deliver and perform any and all obligations made under those documents notwithstanding any provisions of the Company's articles of association (the Articles) or any personal interest of the sole director of the Company.
7. THAT the sole director of the Company is hereby authorised to do all things necessary or desirable in connection with the Documents and any related documents, notwithstanding any provisions of the Company's articles of association.
8. THAT the secretary of the Company be instructed to make the necessary and appropriate entries in the statutory books and registers of the Company and to file or assist in filing any documents required to be registered in connection with the Facility Documents or any matters incidental thereto.

SPECIAL RESOLUTION

9. THAT the draft articles of association attached to these resolutions as Schedule 2 be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the sole member of the Company and person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:



Director, for and on behalf of
Ciklum Holding UK Limited

14th MARCH '22
Date

NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by scanning and emailing a signed copy to rya@ciklum.com
- 2 If you do not agree to the Resolutions, you need not do anything. You will not be deemed to have agreed if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless by the date falling 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse.
- 5 Please note that once the requisite level of shareholder approval has been received then the Resolutions will be deemed to have been passed.